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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	Case No. 18-23538 (RDD)
	:	
Debtors.	:	(Joint Administration Requested)
	:	
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**NOTICE OF APPEARANCE AND
REQUEST FOR SERVICE OF PAPERS**

PLEASE TAKE NOTICE that Sullivan & Cromwell LLP hereby appears in the above-referenced chapter 11 case on behalf of Fairholme Capital Management, LLC, as advisor to The Fairholme Funds, and on behalf of Fairholme Funds, Inc. (collectively, “**Fairholme**”), and, pursuant to Rules 2002, 9007 and 9010 (b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), hereby requests that copies of all notices and pleadings given or required to be given in this case, and all papers served or required to be served in this case, be delivered and served upon the undersigned attorneys at the following address, telephone and facsimile numbers and email addresses, and further requests to be added to the master service list established in this case:

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PLEASE TAKE FURTHER NOTICE that the foregoing request includes not only notices and papers referred to in the Bankruptcy Rules specified above, but also includes, without limitation, all other notices, papers, reports, orders, agenda letters, applications, motions, petitions, pleadings, requests, complaints or demands, statements of affairs, operating reports, schedules of assets and liabilities whether formal or informal, whether written or oral, and whether transmitted or conveyed by the United States, overnight or electronic mail, facsimile, courier, telephone, telegraph, telex or otherwise.

PLEASE TAKE FURTHER NOTICE that this Notice of Appearance and any subsequent appearance, pleading, claim, or suit is not intended, and shall not be deemed or construed, to be a waiver of any of the rights of Fairholme, including: (i) the right to have final orders in non-core matters entered only after *de novo* review by a higher court; (ii) the right to trial by jury in any proceeding so triable herein or in any case, controversy or proceeding related hereto; (iii) the right to have the reference withdrawn in any matter subject to mandatory or discretionary withdrawal; (iv) Fairholme's right to enforce any contractual provision with respect to arbitration, or (v) any other rights, claims, actions, or defenses to which Fairholme is or may be entitled under agreements, in law, or in equity, all of which rights, claims, actions and defenses expressly are reserved.

Dated: New York, New York
October 15, 2018

SULLIVAN & CROMWELL LLP

/s/ Andrew G. Dietderich

Andrew G. Dietderich

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